RECORD OF PROCEEDINGS

MINUTES OF THE JOINT SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE TALON POINTE METROPOLITAN DISTRICT AND TALON POINTE COORDINATING METROPOLITAN DISTRICT

HELD: Monday, January 13, 2020 at 2:30 p.m. at 8455 Heritage Drive, Thornton, Brighton, Colorado

ATTENDANCE:
A special joint meeting of the Boards of Directors of the Talon Pointe Metropolitan District and the Talon Pointe Coordinating Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado; with the following directors present and acting:

TPCMD	TPMD
George Hanlon	George Hanlon
Jimmy Oge	Jimmy Oge
Don Summers	Don Summers
Vacant	Vacant
Jim Whatton (excused)	Jim Whatton (excused)

Also, present were Angela Elliott, District Manager (by phone); Blair Dickhoner, White Bear Ankele Tanaka & Waldron, District Counsel (by phone); and Rick Gonzales Marchetti and Weaver, LLC, District Accountant (by phone).

CALL TO ORDER:
On behalf of the Boards, Director Hanlon called the meeting to order at 2:32 p.m.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:
The Boards noted that disclosure statements had been filed on behalf of the members of the Boards of Directors with the Office of the Colorado Secretary of State and with the Boards of Directors of the District. Upon motion duly made, seconded and unanimously carried, the Boards directed that said disclosures be incorporated herein.

PUBLIC COMMENT:
None

RECORD OF PROCEEDINGS
Talon Pointe Metropolitan District
Talon Pointe Coordinating Metropolitan District
January 13, 2020

APPROVAL OF AGENDA: Upon motion duly made, seconded, and unanimously carried, the Boards approved the agenda.

APPROVAL OF MINUTES:
The Boards reviewed the minutes of the special joint meeting held by the Boards of Directors of Talon Pointe Metropolitan District and Talon Pointe Coordinating Metropolitan District on December 12, 2019. Following discussion and upon motion duly made, seconded and unanimously carried, the Boards approved the minutes and authorized Director Hanlon to execute the minutes, as constituting a true and correct record of the proceedings of the meeting.

FINANCIAL MATTERS:
a. Review and Ratify Payment of Claims. District Accountant Gonzales distributed the outstanding invoices for approval/ratification from December 19, 2019 through January 6, 2020, in the amount of $3,951.21 for the Talon Pointe Coordinating Metropolitan District and payment of claims in the amount of $20,296.92 for the Talon Pointe Metropolitan District for the same period.

Following discussion, upon motion made by Director Hanlon, seconded by Director Oge_, and upon vote, the Board unanimously approved/ratified the outstanding invoices in the amount of $3,951.21 and $20,296.00 for both districts.

b. Discussion on water and electricity costs in relation to 2020 budget.
Discussion followed on the revised water and electrical costs that DR Horton provided to the District.

Director Hanlon discussed that this year will be our first year and we will have a more accurate forecast late fall for these costs.

DIRECTOR ITEMS:
On behalf of Director Whatton, District Manager discussed DR Horton's desire for the District to consider acceptance of the common areas although City of Thornton cannot do its final walk until Spring.

Discussion followed by Director Hanlon needing to understand the documents that speak to the acceptance process in the sales contract with DR Horton and to make sure we are consistent with what the documents govern.

Director Hanlon and District Counsel Dickhoner will meet prior to the February meeting to sort out the process.

RECORD OF PROCEEDINGS
Talon Pointe Metropolitan District
Talon Pointe Coordinating Metropolitan District
January 13, 2020

ATTORNEY ITEMS:

a. Consider approval Design Review Fee.

Discussion followed on research done by District Manager and District Counsel and the Boards reviewed the Resolution of the Board of Directors of the Talon Pointe Coordinating Metropolitan District and the Talon Pointe Metropolitan District Concerning the Imposition of a Design Review Fee in 2020.

Following discussion, upon motion made by Director Hanlon, seconded by Director Oge, upon vote and unanimously carried, the Boards adopted the Resolution imposing a design review fee in 2020.

Upon execution, District Manager will eblast homeowners of record the Resolution and will begin collecting the fee with each submittal. For those homeowners that the District does not have an email, District Manager will send a letter informing homeowners of the Resolution.

b. Discuss imposition of Operations and Maintenance Fee. No discussion and tabled until next year.

c. Snow Removal Obligations

No action until acceptance process is reviewed for consistency and accuracy.

d. Consider approval of 2020 Landscaping Contract.

No action until acceptance process is reviewed for consistency and accuracy.

MANAGER ITEMS:

Manager discussed next meeting is scheduled for 2nd Thursday in February at 1:00 pm.

OTHER BUSINESS: None.

ADJOURNMENT:

There being no further business to come before the Boards, the meeting was adjourned at 3:20 p.m.

RECORD OF PROCEEDINGS
Talon Pointe Metropolitan District
Talon Pointe Coordinating Metropolitan District
January 13, 2020

The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and were approved by the Board of Directors of the joint meeting of the Talon Pointe Metropolitan District and the Talon Pointe Coordinating Metropolitan District.

Respectfully submitted,

President

Secretary of the Board

RECORD OF PROCEEDINGS

MINUTES OF THE JOINT SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE TALON POINTE METROPOLITAN DISTRICT AND TALON POINTE COORDINATING METROPOLITAN DISTRICT

HELD: Thursday, February 13, 2020 at 1:00 p.m. at 8455 Heritage Drive, Thornton, Brighton, Colorado

ATTENDANCE:
A joint meeting of the Boards of Directors of the Talon Pointe Metropolitan District and the Talon Pointe Coordinating Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado; with the following directors present and acting:

TPCMD	TPMD
George Hanlon	George Hanlon
Jimmy Oge	Jimmy Oge
Don Summers	Don Summers
Vacant	Vacant
Jim Whatton	Jim Whatton

Also, present were Angela Elliott, District Manager (by phone); Blair Dickhoner, White Bear Ankele Tanaka & Waldron, District Counsel; and Rick Gonzales Marchetti and Weaver, LLC, District Accountant.

CALL TO ORDER:
On behalf of the Boards, Director Hanlon called the meeting to order at 1:11 p.m.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:
The Boards noted that disclosure statements had been filed on behalf of the members of the Boards of Directors with the Office of the Colorado Secretary of State and with the Boards of Directors of the District. Upon motion duly made, seconded and unanimously carried, the Boards directed that said disclosures be incorporated herein.

PUBLIC COMMENT:
None

RECORD OF PROCEEDINGS
Talon Pointe Metropolitan District
Talon Pointe Coordinating Metropolitan District
February 13, 2020

APPROVAL OF AGENDA: Upon motion duly made, seconded, and unanimously carried, the Boards approved the agenda.

APPROVAL OF MINUTES:
The Boards reviewed the minutes of the special joint meeting held by the Boards of Directors of Talon Pointe Metropolitan District and Talon Pointe Coordinating Metropolitan District on January 13, 2020. Following discussion and upon motion duly made, seconded and unanimously carried, the Boards approved the minutes and authorized Director Hanlon to execute the minutes, as constituting a true and correct record of the proceedings of the meeting.

FINANCIAL MATTERS:
a. Review and Ratify Payment of Claims. District Accountant Gonzales distributed the outstanding invoices for approval/ratification for February, 2020, in the amount of $14,159.75 for the Talon Pointe Coordinating Metropolitan District and payment of claims in the amount of $2,015.00 for the Talon Pointe Metropolitan District for the same period.

Following discussion, upon motion made by Director Hanlon, seconded by Director Oge, and upon vote, the Board unanimously approved/ratified the outstanding invoices in the amount of $14,159.75 and $2,015.00 for both districts.

b. Preliminary December 31, 2019 financials. District Accountant Gonzales distributed revised preliminary financials for the December 31, 2019 period and discussed the operating cash and payables for Talon Pointe Coordinating Metro District and the three funds cash position as of the end of the 2019 period.

Following discussion, upon motion made by Director Summers, seconded by Director Whatton, upon vote and unanimously carried, the Boards accepted the December 31, 2019 financials.

c. 2019 Application for Audit Exemption (TPCMD): District Accountant Gonzales presented the Application for Audit Exemption for Talon Pointe Coordinating Metropolitan District.

Upon motion duly made, seconded and upon vote, the Boards unanimously approved the Application as presented.

DIRECTOR ITEMS:
a. Acceptance of Common Areas by District subject to City of Thornton's Spring Walk.

Director Hanlon clarified that upon City of Thornton's initial acceptance, DR Horton posts a bond and the common areas undergo a one year warranty. Therefore, the District will not accept the common areas until the 1 year warranty period is up from the initial acceptance.

ATTORNEY ITEMS:

a. Snow Removal Obligations

Director Hanlon discussed the District assume all snow removal obligations as of January 1, 2020. Reconciliation of snow invoices will be reimbursed.

Following discussion, upon motion made by Director Whatton, seconded by Director Hanlon, upon vote and unanimously carried, the Board approved the snow removal contract with Shultz Industries as of January 1, 2020.

d. Consider approval of 2020 Landscaping Contract.

Tabled until Spring of 2021.

MANAGER ITEMS:

Manager discussed next meeting is scheduled for 2nd Thursday in March, March 12, 2020 at 1:00 pm.

OTHER BUSINESS: None.

ADJOURNMENT:

There being no further business to come before the Boards, the meeting was adjourned at 1:48 p.m.

The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and were approved by the Board of Directors of the joint meeting of the Talon Pointe Metropolitan District and the Talon Pointe Coordinating Metropolitan District.

Respectfully submitted,

_____
President

_____
Secretary of the Board

RECORD OF PROCEEDINGS

MINUTES OF THE JOINT SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE TALON POINTE METROPOLITAN DISTRICT AND TALON POINTE COORDINATING METROPOLITAN DISTRICT

HELD: Thursday, May 28. 2020 at 10:00 a.m. via Teleconferencing: https://zoom.us/92818931523

ATTENDANCE:
A joint meeting of the Boards of Directors of the Talon Pointe Metropolitan District and the Talon Pointe Coordinating Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado; with the following directors present and acting (by phone):

TPCMD	TPMD
George Hanlon	George Hanlon
Jimmy Oge	Jimmy Oge
Don Summers	Don Summers
Vacant	Vacant
Vacant	Vacant

Also, present were Angela Elliott, District Manager (by phone); Blair Dickhoner, White Bear Ankele Tanaka & Waldron, District Counsel (by phone); Rick Gonzales Marchetti and Weaver, LLC, District Accountant (by phone) and Alan Matlosz, GK Baum.

CALL TO ORDER:
On behalf of the Boards, Director Hanlon called the meeting to order at 10:06 a.m.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:
The Boards noted that disclosure statements had been filed on behalf of the members of the Boards of Directors with the Office of the Colorado Secretary of State and with the Boards of Directors of the District. Upon motion duly made, seconded and unanimously carried, the Boards directed that said disclosures be incorporated herein.

RECORD OF PROCEEDINGS
Talon Pointe Metropolitan District
Talon Pointe Coordinating Metropolitan District
May 28, 2020

APPROVAL OF AGENDA: Upon motion duly made by Director Summers, seconded by Director Oge, and unanimously carried, the Boards approved the agenda.

CONSIDER ADOPTION OF JOINT RESOLUTION DECLARING EMERGENCY PROCEDURES AND AUTHORIZING TELECONFERENCING FOR REGULAR AND SPECIAL MEETINGS: Upon motion duly made by Director Oge, seconded by Director Summers, and unanimously carried the Boards adopted the Joint Resolution declaring emergency Procedures and Authorizing Teleconferencing for regular and special meetings.

PUBLIC COMMENT: None

DIRECTOR ITEMS:
a. Discuss Board Vacancies and Consider Appointment of Directors. Discussion followed on the two vacancies. Following discussion, upon motion duly made by Director Summers, seconded by Director Oge and unanimously carried, the Board appointed Jim Whatton. Mr. Whatton accepted the appointment. Mr. Whatton will be qualified to vote at the next district meeting.

There remains one vacant seat and Director Hanlon discussed that the number of the board should remain at four for now, as when a new builder comes into the district that they can be appointed to the seat.

b. Election of Officers.
Following discussion, upon motion duly made by Director Summers, seconded by Director Oge, unanimously carried, the Directors were elected to the following offices of the Boards:

George Hanlon: President/Chairman
Jimmy Oge: Treasurer
JA Whatton: Assistant Secretary
Don Summers: Assistant Secretary
Angela Elliott: Secretary to the Board

APPROVAL OF MINUTES:
The Boards reviewed the minutes of the special joint meeting held by the Boards of Directors of Talon Pointe Metropolitan District and Talon Pointe Coordinating Metropolitan District on February 13, 2020. Following discussion and upon motion duly made, seconded and unanimously carried, the Boards approved the minutes and authorized Director Hanlon to execute the minutes, as constituting a true and correct record of the proceedings of the meeting.

RECORD OF PROCEEDINGS
Talon Pointe Metropolitan District
Talon Pointe Coordinating Metropolitan District
May 28, 2020

FINANCIAL MATTERS:

a. Review and Ratify Payment of Claims. District Accountant Gonzales distributed the outstanding invoices for approval/ratification from March through May 6, 2020, in the amount of $34,639.80 for the Talon Pointe Coordinating Metropolitan District and payment of claims in the amount of $29,000.00 for the Talon Pointe Metropolitan District for 2020 LOC Fees.

Following discussion, upon motion made by Director Hanlon, seconded by Director Oge, and upon vote, the Boards unanimously approved/ratified the outstanding invoices in the amount of $34,639.80 and $29,000.00 respectively for the districts.

b. April 30, 2020 financials. District Accountant Gonzales distributed financials for the April 30, 2020 period and discussed the operating cash and payables for Talon Pointe Coordinating Metro District and the three funds cash position as of the end of April 30, 2020.

Discussion followed on the Surplus from the 2008 Bonds; revenue from the oil and gas on the tracts; and any obligations that need to be resolved at the next meeting.

Mr. Matlosz will review obligations; and will work with District Counsel in reviewing tax revenue parcels from the oil and gas and will report at the next meeting. Director Hanlon is to provide the tax parcels.

Further discussion followed on acceptance of the landscaping. Director Hanlon is to review the documents with DR Horton and will give final procedures at the next meeting.

Following discussion, upon motion made by Director Hanlon, seconded by Director Oge, upon vote and unanimously carried, the Boards accepted the April 30, 2020 financials, for the respective districts.

ATTORNEY ITEMS:

a. Consider Adoption of Resolution Approving First Amendment to Indenture of Trust for Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2019B.

Mr. Matlosz discussed the provision in the 2019B Bonds of certain items that needed to be done by June 1, 2020. Trustee and bondholder are working through these items for resolution and needed a written confirmation that from the District by June 1, 2020 that the lots are under contract and 1/3 will be closed by year end and the remainder within

24 months. The provision also required $121,000 deposit to the interest fund at this time.

Following discussion, upon motion made by Director Hanlon, seconded by Director Summers, upon vote and unanimously carried, the Boards adopted the Resolution Approving First Amendment to Indenture of Trust for Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2019B.

B. Consider Approval of First Amendment to Indenture of Trust for Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2019B.

Following discussion, upon motion made by Director Hanlon, seconded by Director Summers, upon vote and unanimously carried, the Boards approved the First Amendment to Indenture of Trust for Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2019B.

c. Consider Adoption of Joint Resolution Establishing an Electronic Signature Policy. Following discussion, upon motion made by Director Summers, seconded by Director Oge, upon vote and unanimously carried, the Boards Adopted of Joint Resolution Establishing an Electronic Signature Policy.

MANAGER ITEMS:
Discuss Website Proposals. Manager discussed she received one proposal and requested a bid from another for website design. This matter will be discussed at the next board scheduled for June 11, 2020.

OTHER BUSINESS: None.

ADJOURNMENT:
There being no further business to come before the Boards, the meeting was adjourned at 10:51 a.m.

The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and were approved by the Board of Directors of the joint meeting of the Talon Pointe Metropolitan District and the Talon Pointe Coordinating Metropolitan District.

Respectfully submitted,

President

RECORD OF PROCEEDINGS
Talon Pointe Metropolitan District
Talon Pointe Coordinating Metropolitan District
May 28, 2020

Secretary of the Board

RECORD OF PROCEEDINGS

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE TALON POINTE METROPOLITAN DISTRICT AND TALON POINTE COORDINATING METROPOLITAN DISTRICT

HELD: Thursday, August 13. 2020 at 1:00 p.m. via Teleconferencing:
https://zoom.us/j/93900601874
Meeting ID: 939 0060 1874
Call-In Number: 720-707-2699

ATTENDANCE:

A joint special meeting of the Boards of Directors of the Talon Pointe Metropolitan District and the Talon Pointe Coordinating Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado; with the following directors present and acting:

TPCMD	TPMD
George Hanlon	George Hanlon
Jimmy Oge	Jimmy Oge
Don Summers	Don Summers
Vacant	Vacant
Jim Whatton	Jim Whatton

Also, present were Angela Elliott, District Manager and Don Cullen, Teleos Management; Blair Dickhoner, White Bear Ankele Tanaka & Waldron, District General Counsel; Rick Gonzales, Marchetti & Weaver, LLC, District Accountant; and, Kenneth Guckenberger, Kutak Rock, LLP, District Bond Counsel.

CALL TO ORDER:

On behalf of the Boards, Director Summers called the meeting to order at 1:07 p.m.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:

Mr. Dickhoner advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Dickhoner reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Dickhoner

in quired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

APPROVAL OF AGENDA: The Boards reviewed the proposed agenda. Following discussion, upon motion duly made by Director Summers, seconded by Director Whatton, and unanimously carried, the Boards approved as amended to include: Ratify Engagement of Fiscal Focus Partners as item 7.d.

PUBLIC COMMENT: None

DIRECTOR ITEMS: None

APPROVAL OF MINUTES:
The Boards reviewed the minutes of the special joint meeting held by the Boards of Directors of Talon Pointe Metropolitan District and Talon Pointe Coordinating Metropolitan District on May 28, 2020. Discussion followed on removing Director Whatton from the May 28, 2020 listing of directors. Following discussion and upon motion duly made, seconded and unanimously carried, the Boards approved the minutes as corrected, and authorized Director Hanlon to execute the minutes, as constituting a true and correct record of the proceedings of the meeting.

FINANCIAL MATTERS:

Review and Ratify Payment of Claims. District Accountant Gonzales distributed the outstanding invoices for approval/ratification through August, 2020, in the amount of $7,500.00 for the Talon Pointe Metropolitan District and payment of claims in the amount of $28,055.46 for the Talon Pointe Coordinating Metropolitan District.

Following discussion, upon motion made by Director Hanlon, seconded by Director Summers, and upon vote, the Boards unanimously approved/ratified the outstanding invoices in the amount of $7,500.00 and $28,055.46 respectively for the Districts.

June 30, 2020 financials. District Accountant Gonzales distributed financials for the June 30, 2020 period and discussed the operating cash and payables for Talon Pointe Coordinating Metro District and the three funds cash position as of the end of June 30, 2020.

Discussion followed regarding any available funds from the 2008 Bonds to be transferred and if the subordinate bond restricted project fund will be released in 2020. District Accountants will work with Director Oge on the issue. Director Hanlon informed the Board entitlement work was being done and the developer hoped to close on the land transaction with the builder by December 31, 2020.

Further discussion followed on System Operating Fees and LOC fees and the Board advised District Accountants to work with Director Oge on the receivables of the fees.

Following discussion, upon motion made by Director Hanlon, seconded by Director Oge, upon vote and unanimously carried, the Boards accepted the June 30, 2020 financials, for the respective districts.

Ratify Approval of 2019 Audit for Talon Pointe Metropolitan District:
Following discussion, upon motion made by Director Hanlon, seconded by Director Whatton, upon vote and unanimously carried, the Boards approved the 2019 Audit.

Ratify Engagement of Fiscal Focus Partners for Talon Pointe Coordinating Metropolitan District's Audit.
Following discussion, upon motion made by Director Hanlon, seconded by Director Summers, upon vote and unanimously carried, the Board approved the engagement of Fiscal Focus Partners to prepare the Talon Pointe Coordinating Metropolitan District's Audit, in the amount of $5,500 plus out of pocket expenses.

ATTORNEY ITEMS:
Consider Approval of External Financial Advisor Proposal from North Slope Capital.
The Board of Talon Pointe Metropolitan District reviewed the proposal from North Slope Capital. Following discussion, upon motion made by Director Hanlon, seconded by Director Summers, upon vote and unanimously carried, the Board approved the engagement of North Slope Capital.

B. Consider Adoption of Resolution to Issue General Obligation Indebtedness and Authorizing the Execution and Delivery of a Non-Revolving Line of Credit Note.
Mr. Guckenberger presented the Board of Talon Pointe Metropolitan District, the Resolution in connection with the issuance of a non-revolving line of credit promissory note. Mr. Guckenberger explained this note will be subordinate to the 2019A and 2019B Bonds and is to be paid when revenues are in excess of those required to service the 2019A and 2019B Bonds. Mr. Guckenberger also explained that this debt will be subject to a discharge date of 2053.

RECORD OF PROCEEDINGS
Talon Pointe Metropolitan District
Talon Pointe Coordinating Metropolitan District
August 13, 2020

Following discussion, upon motion made by Director Summers, seconded by Director Whatton, upon vote and unanimously carried, the Board of Talon Pointe Metropolitan District approved the Resolution subject to final review by District Bond Counsel and addition of the appropriate noteholder entity into the note. .

MANAGER ITEMS:
Review and Consider Approval of Website Proposals.
Manager discussed the three proposals received. Further discussion followed on the need for a basic website to provide District documents and information for the homeowners.

Following discussion upon motion made by Director Whatton, seconded by Director Oge, upon vote and unanimously carried, the Board approved the proposal from Pueblo Web Design LLC in the amount of $500 for building the site.

Review and Consider Approval of Snow Removal Contract for 2021. Discussion followed on retaining Schultz Industries for 2021 snow removal services.

Following discussion upon motion made by Director Summers, seconded by Director Whatton, upon vote and unanimously carried, the Board approved engaging Schultz Industries for 2021 snow season. District Counsel was directed to prepare the snow removal independent contractor agreement for execution.

OTHER BUSINESS: None.

ADJOURNMENT:
There being no further business to come before the Boards, the meeting was adjourned at 2:00 p.m.

The foregoing minutes constitute a true and correct copy of the minutes of the above-referenced meeting and were approved by the Boards of Directors of the joint meeting of the Talon Pointe Metropolitan District and the Talon Pointe Coordinating Metropolitan District.

Respectfully submitted,

_____
President

_____
Secretary